

RECORDATION NO. 27241 FILED

NOV 28 '07 -8 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 28, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease and Schedule No. 1, dated October 29, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: CIT Financial (Alberta) ULC
700 Fourth Avenue SW, Suite 1070
Calgary, Alberta T2P 3J4
Canada

Lessee: Canpotex Leasing Limited
PO Box 1600
400-111 2nd Avenue South
Saskatoon, S7K 3R7
Canada

Mr. Vernon A. Williams
November 28, 2007
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A description of the railroad equipment covered by the enclosed document is:

117 covered hopper railcars: CITX 151000 - CITX 151116.

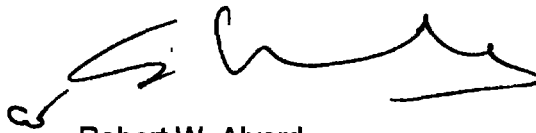
A short summary of the document to appear in the index is:

Memorandum of Railcar Lease and Schedule No. 1.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized, cursive script.

Robert W. Alvord

RWA/sem
Enclosures

NOV 28 '07 -8 00 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE AND SCHEDULE NO. 1
(Surface Transportation Board)

THIS MEMORANDUM OF RAILCAR LEASE AND SCHEDULE NO. 1 dated as of this 29th day of October, 2007, is made by CIT FINANCIAL (ALBERTA) ULC, an Alberta corporation, with an address at 700 - 4th Avenue SW, Suite 1070, Calgary, AB T2P 3J4 (the "Lessor"), and CANPOTEX LEASING LIMITED, a federal corporation incorporated under the Canada Business Corporations Act, with an address at P.O. Box 1600, 400-111-2nd Ave. South, Saskatoon, S7K 3R7 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Schedule No. 01 to that certain Master Railcar Lease (the "Lease"), each dated as of October 29, 2007 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[The remainder of this page is intentionally left blank.]

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

CIT FINANCIAL (ALBERTA) ULC

By: 

Name: John Martin

Title: Vice President - Leasing

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CANPOTEX LEASING LIMITED

By: _____

Name: _____

Title: _____

CANPOTEX LEASING LIMITED

By: _____

Name: _____

Title: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

CIT FINANCIAL (ALBERTA) ULC

By: _____
Name: _____
Title: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CANPOTEX LEASING LIMITED

By: _____
Name: Ted J. Nieman
Title: Senior Vice President
General Counsel and Secretary

CANPOTEX LEASING LIMITED

By: _____
Name: Scott E. Rudderham
Title: Vice President, Operations

SCHEDULE A

DESCRIPTION OF EQUIPMENT

<u>Quantity</u>	<u>Description</u>	<u>Car Marks/Numbers</u>	<u>Manufacturer</u>
117	4,275 c.f. covered hopper car with gravity gates and trough hatches	CITX 151000 through 151116	National Steel Car

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/28/07



Robert W. Alvord